HILL RALPH A Form 4 March 20, 2009

## FORM 4

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HILL RALPH A

(Last)

Symbol WILLIAMS COMPANIES INC

(Check all applicable)

[WMB]

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year) 03/18/2009

below)

ONE WILLIAMS CENTER

Sr. Vice President E&P 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

4. If Amendment, Date Original

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

**TULSA, OK 74172** 

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Execution Date, if TransactionAcquired (A) or Code

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

(A) Code V Amount (D) Price

(Instr. 8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired

(A) or Disposed of (D) (Instr. 3, 4,

 $\begin{array}{ccc} & \text{and 5}) \\ \text{Code} & V & (A) & (D) \end{array}$ 

Date Expir Exercisable Date

Expiration Title

Amount or

Number of Shares

Employee

Options (Right to Buy)

\$ 0 03/18/2009

**J**(1)

8,169 03/18/2009 03/18/2009

Common Stock

8,169

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

HILL RALPH A ONE WILLIAMS CENTER TULSA, OK 74172

Sr. Vice President E&P

# **Signatures**

Cher S. Lawrence, Attorney-in-Fact for Mr. Ralph A. Hill

03/20/2009

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Cancellation of stock options at no value to reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2